

**Presentment Date and Time: September 15, 2016 at 4:00 p.m. (ET)**  
**Objection Date and Time: September 12, 2016 at 4:00 p.m. (ET)**

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*Counsel to the Debtors  
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
Gawker Media LLC, et al., <sup>1</sup>	:
Debtors.	:
	Chapter 11
	Case No. 16-11700 (SMB)
	(Jointly Administered)
	:
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**NOTICE OF PRESENTMENT OF DEBTORS' APPLICATION PURSUANT TO  
SECTIONS 327(e), 328(a), AND 330 OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULES 2014 AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN  
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF AKIN GUMP  
STRAUSS HAUER & FELD LLP AS SPECIAL COUNSEL TO THE SPECIAL  
COMMITTEE OF THE BOARD OF GAWKER MEDIA GROUP, INC. EFFECTIVE  
NUNC PRO TUNC TO AUGUST 3, 2016**

**PLEASE TAKE NOTICE** that upon the annexed Application (the "Application"), a copy of which is attached hereto, of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to retain and employ Akin Gump Strauss Hauer & Feld LLP as special counsel to the Special Committee of the Board of Gawker Media Group, Inc. ("GMGI"), effective *nunc pro tunc* to August 3, 2016, the

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<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

undersigned will present the *Order Authorizing the Debtors' Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Special Counsel to the Special Committee of the Board of Gawker Media Group, Inc.* effective *nunc pro tunc* to August 3, 2016, substantially in the form annexed to the Application as **Exhibit A** (the "Proposed Order") for signature to the Honorable Stuart M. Bernstein of the United States Bankruptcy Court for the Southern District of New York (the "Court"), in Room 723, One Bowling Green, New York, New York 10004-1408, on **September 13, 2016 at 10:00 a.m.** (prevailing Eastern Time).

**PLEASE TAKE FURTHER NOTICE** that responses or objections to the Application and the relief requested therein, if any, shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the basis for the response or objection and the specific grounds therefore, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers and served so as to be actually received no later than **September 12, 2016 at 4:00 p.m.** (prevailing Eastern Time) (the "Objection Deadline"), upon:

(i) the Debtors, Gawker Media LLC, 114 Fifth Avenue, 2d Floor, New York, NY 10011, Attn. Heather Dietrick ([heather@gawker.com](mailto:heather@gawker.com)); (ii) counsel for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi ([gregg.galardi@ropesgray.com](mailto:gregg.galardi@ropesgray.com)); (iii) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Greg Zipes & Susan Arbeit; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) counsel to the Official Committee of Unsecured Creditors, Simpson

Thacher & Bartlett, 425 Lexington Avenue, New York, NY 10017, Attn: Sandy Qusba (squsba@stblaw.com) and William T. Russell (wrussell@stblaw.com); (vii) counsel to US VC Partners LP, as Prepetition Second Lien Lender, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, Attn: David Heller (david.heller@lw.com) & Keith A. Simon, 885 Third Avenue, New York, New York 10022, Attn: Keith A. Simon (keith.simon@lw.com); (viii) counsel to Cerberus Business Finance, LLC, as DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Adam C. Harris (adam.harris@srz.com); (ix) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff (idizengoff@akingump.com) and Rachel Ehrlich Albanese (ralbanese@akingump.com); and (x) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Application may be obtained free of charge by visiting the website of Prime Clerk LLC at <https://cases.primeclerk.com/gawker>. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

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**PLEASE TAKE FURTHER NOTICE** that if no objections or other responses are timely filed and served with respect to the Application, the requested relief in the Application may be granted without further notice or a hearing. If an objection is filed, you will be notified of a hearing to consider the requested relief.

Dated: August 31, 2016  
New York, New York

/s/ Gregg M. Galardi  
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*Counsel to the Debtors and the  
Debtors in Possession*

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*Counsel to the Debtors  
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
: .  
Gawker Media LLC, et al.,<sup>2</sup> : Case No. 16-11700 (SMB)  
: .  
Debtors. : (Jointly Administered)  
: .  
-----X

**DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(e), 328(a), AND 330  
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016 AND  
LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF AKIN GUMP STRAUSS HAUER &  
FELD LLP AS SPECIAL COUNSEL TO SPECIAL COMMITTEE OF GAWKER  
MEDIA GROUP, INC., EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

Gawker Media LLC (“Gawker Media”) and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) respectfully submit this application (the “Application”) for entry of an order, substantially in the form attached hereto as Exhibit A, authorizing the Debtors to retain Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as special counsel to the Special Committee (as defined below) of Gawker

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<sup>2</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

Media Group, Inc. (“GMGI”), effective *nunc pro tunc* to August 3, 2016, pursuant to sections 327(e), 328(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”). In support of the Application, the Debtors submit (i) the Declaration of Ira S. Dizengoff (the “Dizengoff Declaration”), attached hereto as Exhibit B, and (ii) the Declaration of William D. Holden (the “Holden Declaration”), attached hereto as Exhibit C and hereby incorporate by reference the Declaration of William D. Holden in Support of First Day Motions (the “First Day Declaration”) [Docket No. 7]. In further support of the Application, the Debtors respectfully represent as follows:

**Jurisdiction**

1. This Court has jurisdiction to consider and determine this application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The legal predicates for the relief requested herein are Section 327(e), 328(a), 330 and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

**Procedural Background**

4. On June 10, 2016, Gawker Media filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On June 12, 2016, Gawker Media Group, Inc. (“GMGI”) and Kinja Kft. (“Kinja”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. On June 16, 2016 the Court entered an order authorizing the joint administration and procedural consolidation of the Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 41].

6. On June 24, 2016, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the official committee of unsecured creditors (the "Committee"). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

7. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. The factual background regarding the Debtors, their business operations, their capital and debt structure, and the events leading up to the filing of these Chapter 11 Cases are set forth in detail in the First Day Declaration.

#### **Relief Requested**

9. The Debtors seek an order of this Court, pursuant to Sections 327(e), 328(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Debtors to employ and retain Akin Gump, *nunc pro tunc* to August 3, 2016. The Debtors request that the Court approve the employment of Akin Gump as special counsel to the Special Committee of the Board of GMGI, as more fully described herein and in accordance with the proposed Order submitted herewith, to provide legal services in furtherance of providing the Special Committee with counsel to address the Potentially Interested Matters (as defined below), to the extent determined by the Special Committee. For the reasons set forth below, the Debtors submit that the relief requested is in the best interest of the Debtors, their estates, their creditors, stakeholders, and other parties in interest, and therefore, should be granted.

**Retention of Akin Gump**

10. Certain members of the board of directors of GMGI (the “Board”) informed the Board that they may have interests in the allocation of purchase price between the estates, the enforceability of intercompany obligations between the estates, and litigation by certain creditors (the “Potentially Interested Matters”). The Board formed a special committee, consisting of one member of the Board, Mr. Scott Tillman (the “Special Committee”). The Board delegated to the Special Committee the authority of the full board to make decisions regarding the Potentially Interested Matters. The Special Committee has retained Akin Gump to provide advice, as determined necessary by the Special Committee, regarding the Potentially Interested Matters. In addition to Akin Gump’s internationally respected transactional, litigation and restructuring practices, the attorneys at Akin Gump who will work on this matter have extensive involvement in risk management, first amendment and appellate matters. Akin Gump has not represented Mr. Tillman, as the sole member of the Special Committee, in the last 12 months.

11. The Debtors seek to retain Akin Gump to perform services on behalf of the Special Committee (collectively, the “Services”) including, but not limited to, evaluating litigation risks and assisting the Special Committee in carrying out its duties in respect of the Potentially Interested Matters. Akin Gump will be special counsel only to the Special Committee. Although Akin Gump does not anticipate any duplication of services in light of its narrow engagement for the Special Committee, Akin Gump will work with the Debtors’ professionals to ensure that the Services it provides to the Special Committee are not duplicative of any work performed by any of the Debtors’ professionals.

12. The Debtors respectfully submit that Akin Gump is well-qualified and uniquely able to provide the Services in an efficient and cost-effective manner, and Akin Gump’s

retention as special counsel to the Special Committee is in the best interests of the Debtors and their estates.

**No Adverse Interest**

13. To the best of the Debtors' knowledge and based upon the Dizengoff Declaration, Akin Gump has not represented, nor does it now represent, any interest adverse to the Debtors with respect to the matters on which it is to be employed. If any new facts or circumstances are discovered, Akin Gump will supplement its disclosure to the Court.

14. Subject to Court approval, and in accordance with section 330(a) of the Bankruptcy Code and the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses (the "Fee Guidelines"), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Interim Compensation Order") [Docket No. 94], and as set forth in the Dizengoff Declaration, the Debtors propose to compensate Akin Gump on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Akin Gump according to its customary reimbursement policies. Akin Gump's hourly rates, subject to periodic adjustments, with respect to those Akin Gump lawyers currently expected to provide the Services, subject to change from time to time, are as follows:

<b>ATTORNEY</b>	<b>POSITION / DEPARTMENT</b>	<b>HOURLY RATE</b>
Prakash H. Mehta	Partner / Corporate Department	\$1,250.00
Ira S. Dizengoff	Partner / Financial Restructuring Department	\$1,325.00
Rachel Ehrlich Albanese	Senior Counsel / Financial Restructuring Department	\$875.00

15. Akin Gump will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described above by category and nature of services rendered, consistent with the Fee Guidelines and the Interim Compensation Order.

16. Akin Gump will be entitled to participate in any carve-outs for the benefit of the Debtors' professionals that may be available in these cases.

**STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

17. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Not applicable.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Answer: Akin Gump and the Debtors are currently working on a budget and staffing plan for Akin Gump's work for the Debtors. The budget contemplates that Akin Gump will work with the Special Committee in guiding it as to the Potentially Interested Matters. The budget necessarily will involve a projection of future events with limited information and is subject to change as the case develops.

**Basis for Relief**

18. Section 327(e) of the Bankruptcy Code authorizes a debtor in possession to employ one or more attorneys to represent the debtor on specified matters so long as those attorneys do not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which they are to be employed. See 11 U.S.C. § 327(e).

19. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person “on any reasonable terms and conditions of employment, including on a retainer [or] on an hourly basis . . .” 11 U.S.C. § 328(a).

20. Akin Gump is disinterested and qualified to be retained under section 327(e) because it does not have an “interest adverse to the debtor or to the estate with respect to the matter on which [it] is to be employed.” *See* 11 U.S.C. § 327(e); *Bank of Brussels Lambert v. Coan (In re AroChem Corp.)*, 176 F.3d 610, 622 (2d Cir. 1992).

21. Finally, *nunc pro tunc* relief is appropriate here. Since August 3, 2016, Akin Gump has been advising the Special Committee and assisting it in respect of the Potentially Interested Matters. In addition, this was the active period of the auction and sale. The Debtors respectfully submit that the filing of this Application is appropriate and timely under the circumstances, so as to justify *nunc pro tunc* relief.

22. For the reasons set forth in this Application, the Dizengoff Declaration and the Holden Declaration, the Debtors submit that Akin Gump’s retention and employment satisfies section 327(e) and this Application should be approved as in the best interests of the Debtors and their estates.

**Waiver of Stay**

23. To the extent applicable, the Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale,

or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the Court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief that the Debtors seek in this Application will assist the Debtors in preserving value for their estates and creditors by providing the Special Committee with counsel to address the Potentially Interested Matters to the extent the Special Committee deems necessary. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the need for the relief sought herein justifies immediate relief.

**Notice**

24. Notice of this Motion has been provided in conformity with the *Order Establishing Certain Notice, Case Management, and Administrative Procedures and Omnibus Hearing Dates* [Docket No. 93]. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

WHEREFORE, the Debtors respectfully request that this Court enter an Order (a) authorizing the Debtors to retain Akin Gump as special counsel to the Special Committee of the Board, *nunc pro tunc* to August 3, 2016, for the purposes and upon the terms as set forth herein; and (b) granting to the Debtors such other and further relief as may be just or proper.

Dated: August 31, 2016  
New York, New York

/s/ Gregg M. Galardi  
\_\_\_\_\_  
Gregg M. Galardi  
D. Ross Martin  
Jonathan Agudelo  
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**Exhibit A**

**Proposed Order**

Exhibit A

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
Gawker Media LLC, <i>et al.</i> , <sup>1</sup>	:
Debtors.	:
	:
	Chapter 11
	:
	Case No. 16-11700 (SMB)
	:
	(Jointly Administered)
	:

**ORDER AUTHORIZING THE DEBTORS' RETENTION AND EMPLOYMENT  
OF AKIN GUMP STRAUSS HAUER & FELD LLP AS SPECIAL COUNSEL  
TO THE SPECIAL COMMITTEE OF THE BOARD OF GAWKER MEDIA  
GROUP, INC. EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

Upon the application (the “Application”)<sup>2</sup> of the Debtors for an Order, pursuant to sections 327(e), 328(a), and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) authorizing the employment of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as special counsel to the Special Committee of GMGI, effective *nunc pro tunc* to August 3, 2016; and upon the First Day Declaration, the Dizengoff Declaration and the Holden Declaration; and the Court having reviewed the Application, the First Day Declaration, the Dizengoff Declaration and the Holden Declaration; and the Court being satisfied with the representations made in the Application and the Dizengoff Declaration that Akin Gump represents no interest adverse to the Debtors with respect to the matters on which Akin Gump will be employed, that its employment is necessary and in the best interests of the Debtors’

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<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Application.

estates, creditors, and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it further appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby ORDERED THAT,

1. The Application is GRANTED as set forth herein.
2. Pursuant to Bankruptcy Code sections 327(e), 328(a) and 330, the Debtors, as debtors and debtors in possession, are authorized to employ and retain Akin Gump as special counsel to the Special Committee of the Board of GMGI, effective *nunc pro tunc* to August 3, 2016, in accordance with the Application, the Dizengoff Declaration, the Holden Declaration, and this Order, to perform the Services.
3. To the extent any of the Application, the Dizengoff Declaration, or the Holden Declaration is inconsistent with this Order, the terms of this Order shall govern.
4. Akin Gump shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) [Docket No. 94] and shall be entitled to participate in any carve-outs for the benefit of the Debtors’ professionals that may be available in these cases; provided, however, that Akin Gump shall be permitted to redact the time entries submitted to parties other than the Court and the United States Trustee in connection with their Monthly Fee Statements to remove information protected by the attorney-client privilege,

attorney work-product doctrine or other applicable privileges, as determined by Akin Gump in its sole discretion.

5. Prior to any increases in Akin Gump's rates, Akin Gump shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the United States Trustee and the Official Committee of Unsecured Creditors, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to Section 330 of the Bankruptcy Code.

6. Notwithstanding any stay that might be imposed by Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

7. Notwithstanding any otherwise applicable provisions to the contrary, during the pendency of the retention authorized herein, Akin Gump will not represent present or future clients of Akin Gump on matters adverse to the Debtors in these cases.

8. The Debtors are authorized and empowered to take all actions they deem necessary to implement the relief granted in this Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2016  
New York, New York

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HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit B**

**Dizengoff Declaration**

Exhibit B

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
: Case No. 16-11700 (SMB)  
Gawker Media LLC, *et al.*,<sup>1</sup> :  
Debtors. : (Jointly Administered)  
:  
-----x

**DECLARATION OF IRA S. DIZENGOFF IN SUPPORT OF DEBTORS'  
APPLICATION PURSUANT TO SECTIONS 327(e), 328(a), AND 330  
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016  
AND LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF AKIN GUMP  
STRAUSS HAUER & FELD LLP AS SPECIAL COUNSEL TO THE SPECIAL  
COMMITTEE OF THE BOARD OF GAWKER MEDIA GROUP, INC.,  
EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

I, Ira S. Dizengoff, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a partner at Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) and duly authorized to make this Declaration on behalf of Akin Gump. I make this Declaration in support of the application (the “Application”)<sup>2</sup> of the Debtors for an order, pursuant to Bankruptcy Code sections 327(e), 328(a), and 330, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 authorizing the employment of Akin Gump as special counsel to the Special Committee of GMGI, effective *nunc pro tunc* to August 3, 2016. I am admitted and in good standing to practice law in the State of New York and before the United States District Court for the Southern District of New York.

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<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Application.

**Debtors' Retention of Akin Gump as Special Counsel to the Special Committee**

2. Pursuant to the Application, the Debtors seek authority to retain Akin Gump, *nunc pro tunc* to August 3, 2016, as special counsel to the Special Committee.

3. Akin Gump is well-qualified to serve as special counsel to the Special Committee and to render the Services in these cases. In addition to Akin Gump's internationally respected transactional, litigation and restructuring practices, the attorneys at Akin Gump who will work on this matter have extensive involvement in risk management, first amendment and appellate matters. Akin Gump will bring these skills to bear in assisting the Special Committee in respect of the Potentially Interested Matters. Accordingly, Akin Gump's knowledge and expertise qualifies it to represent the Special Committee in furtherance of the interests of the Debtors' estates and creditors. Akin Gump has not represented Mr. Tillman, as the sole member of the Special Committee, in the last 12 months.

25. In addition, Akin Gump will be special counsel only to the Special Committee; it will not be acting for the Debtors. Although Akin Gump does not anticipate any duplication of services in light of its narrow engagement for the Special Committee, Akin Gump will work with the Debtors' professionals to ensure that the Services it provides to the Special Committee are not duplicative of any work performed by any of the Debtors' professionals.

**Disclosures of Akin Gump**

26. In connection with its proposed retention under section 327(e) of the Bankruptcy Code, Akin Gump searched its client/matter records for references to any of the Debtors or individuals and entities that may be parties in interest in these chapter 11 cases, as listed on Schedule 1 hereto, to determine whether it had any conflicts or other connections that might cause it to hold or represent an interest adverse to the Debtors with respect to the matters on which Akin Gump is to be employed.

27. In addition, I caused to be sent a general inquiry to all Akin Gump partners and employees by electronic mail to determine if any such person (i) owns or recently owned stock in any of the Debtors, (ii) holds a claim against any of the Debtors, or (iii) has ever been an officer, director, or employee of any of the Debtors. No affirmative responses were received.

28. Akin Gump employs more than 900 lawyers and advisors in 21 offices around the world. It has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations, among other individuals and entities. Some of these individuals and entities are, or may consider themselves to be, creditors or parties in interest in the Debtors' chapter 11 cases or to otherwise have interests in these cases. As set forth on Schedule 2 hereto, Akin Gump currently represents or has in the past represented the persons or entities listed among the interested parties (or their affiliates) in matters unrelated to the chapter 11 cases and the Services for which Akin Gump is to be retained.

29. Further, Akin Gump, its partners, and/or its employees:

- a. may have appeared in the past, and may appear in the future, in other cases unrelated to these cases or unrelated to the Services for which Akin Gump is to be retained where the Debtors' creditors or other parties with an interest in the Debtors may be involved;
- b. may represent, or may have represented, certain of the Debtors' creditors or other parties with an interest in the Debtors in matters that are unrelated to these chapter 11 cases or unrelated to the Services for which Akin Gump is to be retained; and
- c. may have had dealings with creditors or other parties with an interest in the Debtors that are unrelated to these chapter 11 cases or unrelated to the Services for which Akin Gump is to be retained.

30. The proposed engagement of Akin Gump is not prohibited by Bankruptcy Rule 5002.

31. Akin Gump is confident based on its diligence that it does not have any further disclosures to make in connection with this proposed representation. However, despite the

efforts described above, if Akin Gump discovers additional information that it determines to be worthy of disclosure, it will submit a supplemental declaration to the Court containing such additional information.

32. To the best of my knowledge, information, and belief, Akin Gump does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters for which Akin Gump is proposed to be retained. Accordingly, I believe that Akin Gump satisfies the requirements for employment as special counsel pursuant to section 327(e) of the Bankruptcy Code.

#### **Professional Compensation**

33. Subject to the Court's approval, Akin Gump will charge for its services on an hourly basis in one-tenth hour (.1) increments. Akin Gump will likely incur expenses in connection with its engagement. It is Akin Gump's general policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. Akin Gump will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to its other clients and at actual cost or an estimated actual cost where the actual cost is difficult to determine. Akin Gump believes that it is fairer to charge these expenses to the particular client rather than increasing hourly rates uniformly and spreading the expenses among all clients. Akin Gump does not currently hold a retainer from the Debtors.

34. Akin Gump intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this chapter 11 case in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses (the "Fee Guidelines"), and the Order Establishing Procedures for

Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) [Docket No. 94].

35. Subject to attorney-client privilege limitations, Akin Gump also intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with the Application and fee applications to be filed by Akin Gump in these chapter 11 cases. Notwithstanding the foregoing, Akin Gump reserves the right to ask for exceptions to any such rules and guidelines to the extent it deems appropriate under the circumstances.

#### **STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

36. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Not applicable.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Answer: Akin Gump and the Debtors are currently working on a budget and staffing plan for Akin Gump’s work for the Debtors. The budget contemplates that Akin Gump will work with the Special Committee in guiding it as to the Potentially Interested Matters to the extent the Special Committee deems necessary. The budget necessarily will involve a projection of future events with limited information and is subject to change as the case develops.

37. No promises have been received by Akin Gump, or any partner, counsel, or associate of Akin Gump, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the U.S. Trustee Guidelines.

38. Akin Gump has not shared or agreed to share any of its compensation from the Debtors with any person, other than with partners, counsel, associates, or other employees of Akin Gump as permitted by section 504 of the Bankruptcy Code.

39. Akin Gump will use reasonable efforts to coordinate with the Debtors' other retained professionals to avoid any unnecessary duplication of services.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 31st day of August, 2016.

*/s/ Ira S. Dizengoff*  
Ira S. Dizengoff

## **Schedule 1**

### **Schedule of Search Parties**

#### **Debtors and Trade Names**

Gawker Media Group, Inc.	Blogwire
Gawker Media LLC	Deadspin
Kinja Kft.	Defamer
Blogwire Hungary Intellectual Property Licensing LLC	Gawker
Blogwire Hungary Kft.	Gawker Stalker
Gawker.Com	Gizmodo
Blogwire Hungary Intellectual Property Licensing LLC	io9
Blogwire Hungary Kft.	Jalopnik
Curbed.com LLC	Jezebel
Gawker Sales LLC	Kinja
Gawker.Com	Kotaku
RGFREE	Lifehacker
Vox Media, Inc.	Sploid
	Valleywag

#### **Current and Recent Former Directors and Officers**

Albertson, Josh	Holden, William
Darbyshire, Gabrielle	Kidder, Scott
Denton, Nicholas	Plunkett, Thomas
Dietrick, Heather	Szasz, Peter
Epstein, Jason	Tillman, Scott
Fette, Ian	Weinbrecht, Adrian

#### **Potential Contract Counterparties**

114 Fifth Avenue Ground Lessee LLC	Adtech US, Inc.
114 Fifth Owner LP	Aegon Magyarorszag Zrt.
204-210 Elizabeth Street LLC c/o S.W. Management LLC	AGIS Fire & Security Kft.
204-210 Elizabeth Street LLC	AIG
3293 Pacific LLC	Alan Henry
A Mediocre Corporation	Alan Kwon
A Small Orange, LLC.	Albert Burneko
A9.com, Inc.	Aleksander Chan
Access Intelligence, LLC	Alex Cranz
Adam Clark Estes	Alex Dickinson
Adam Pash	Alex Pareene
Adam Weinstein	Alexandra Cannon
Ad-Juster, Inc.	Alexandra Philippides
Admeld, LLC	Alexandre Dohrmann
Adsfactor Holdings Limited	Alissa Walker
AdSlot Technologies, LTD.	All You Can Move SportPass Europe
	Allison Jones

Allison Wentz	Catherine LeClair
Allure Media Pty Limited	Cecilia D'Anastasio
AM Lab Americas, LLC.	Chad Bernstein
Amanda Marandola	Chelsey Hoffman
Amazon Services LLC	Cheryl Eddy
Amazon Web Services, Inc.	Chris Neveu
Amazon.com, Inc.	Chris Person
Anastasia Weeks	Chris Vespoli
Andrassy Palota Ingatlanfogalmazo Kft.	Christina Blacken
Andrea Park	ClickMeter
Andrew Collins	ClickStream
Andrew Cush	Cloudinary Ltd.
Andrew Gorenstein	Clover Hope
Andrew Harding	ClubW
Andy Orin	Colleen McMillan
Angela Alzona	Colliers International
Angela Wang	Colliers International Kft.
Anna Merlan	Coltiers Nemzetkozi Ingattanuzemeltet6 es
Anthony Carnevale	Kezel6 Kft.
Anthony Hack	Combat Flip Flops, LLC.
AOL Advertising Inc.	Comic Cartel
Ariana Cohen	ComScore, Inc.
Ariel Viera	Corporate Communications Bt.
Ashley Feinberg	Courtenay O'Connor
Ashton Galloway	Daniel Morgan
Atlantic Metro Communications II, Inc.	Darren Orf
Attila Illes	Dashlane Inc.
Ava Gyurina	DataGram
Balazs Keki	Datagram Incorporated
BarkBox, Inc.	Dave McKenna
Barry Petchesky	David Tracy
Ben Regenspan	Dayna Evans
BlueApron.com	Devin Clark
Brainy Labs, LLC	Diana Moskovitz
Brandon McCoy	Diane Kelly
Brendan O'Connor	Diego Pineda
Bridget Brown	DineInFresh, Inc. dba Plated
Bryan Lufkin	Dollar Shave Club, Inc.
Bryan Menegus	DoubleClick
C&G Group Kft c/o Brody House Group	Dr. Torzsa Peter Bt.
Cadreon, LLC	DreamHost
Caitleen Weaver	Drew Magary
Camila Cabrer	Driftaway Inc.
Camilla Baker	Earnest Inc.
Casey Speer	Eleanor Shechet
Casper Sleep Inc.	Elisa Solinas

Emily Ambruso	Heather Hynes
Emily Herzog	Heidi Grothaus
Emma Carmichael	HelloFresh
Emprese Cedente	Hillary Crosley
Eric Goldfarb	Hostgator.com, LLC
Eric Ravenscraft	Huckleberry
Erika Audie	Hunter Slaton
Erin Gloria Ryan	Ian Fette
Erin Pettigrew	IDrive Inc.
Esther Inglis-Arkell	Ilona Bilevych
Ethan Sommer	Incisive Ltd
Evan Narcisse	Incisive VNU Limited dba Incisive Incisive Ltd.
Eyal Ebel	Incisive VNU Ltd
F451	Index Exchange Inc.
F451 fka Spicy Media Editora Ltda	Infobahn Inc.
F451 Media Editora Ltda.	Integral Ad Science, Inc.
Fabiola Lara	IseeQ Kft.
Facebook Ireland Limited	J.K Trotter
Facebook, Inc.	Jake Inferrera
Fastly, Inc.	Jalovszky Law
Federal Insurance Company	James Bartus
Fluxmob, LLC.	James Bit Design
Framebridge, Inc.	James Delgiudice
Fritzie Andrade	Jamie Weber
Future Publishing Limited	JapanCrate
Gabrielle Bluestone	Jared Auslander
GeekFuel, LLC.	Jason Parham
Germain Lussier	Jason Schreier
Giri Nathan	Jason Torchinsky
Globalway Participacoes Ltda.	Jay Hathaway
Gloria Clark	Jeffrey Hilder
Google Inc.	Jennifer Ouellette
Gorilla Nation Media, LLC	Jia Tolentino
Grace Robertson	Jillian Marie Lucas
Graze Inc.	Jim Boos
Green Fox Academy	Jim Cooke
Greg Howard	Joanna Rothkopf
Greg Lopez	Joel Johnson
GroupDynamics Kft	John Appel
Gunnar Optiks	John Cook
Gyorgy Bokros	John Gelini
Hajtas Pajtas Kft.	Jordan Sargent
Handy.com	Josh Bottino
Hannah Keyser	Josh Laurito
Happy Socks	Joshua Albertson
Heather Dietrick	

Judy Steinbach	Madison Plus Select, Inc.
Julia Alvidrez	Malcolm Read
Julian Muller	Mandy Mandelstein
Julianne Escobedo Shepherd	Margaret Taormina
Jung Sin	Marina Galperina
Justin Cross	Mario Aguilar
Justin Potter	Maritza Sanche
JW Player / LongTail Ad Solutions, Inc.	Mark Weldon
Kaila Hale-Stern	Market Halsey Urban Renewal, LLC
Kanwar Gill	MarkMonitor Inc.
Kara Brown	Matt Hardigree
Kargo Global, Inc.	Matt Novak
Karma Mobility Inc.	Matthew Hamer
Kate Dries	Matthew Kulper
Kate Knibbs	Mediagene, Inc.
Kate Lovejoy	MediaGene, Inc. fka Infobahn, Inc.
Katharine Trendacosta	MediaMind Technologies, Inc.
Kathryn McGinnis	Megan Gilbert
Katie Drummond	Megbizott
Kavitha Reddy	Melissa Green
Kelly Conaboy	Melissa Murray
Kelly Faircloth	Merch Direct, LLC
Kelly Monson	Merchant Importacao, Exportacao e Comercio, Ltda - ME
Kelly Stout	MeUndies
Kerrie Uthoff	Mia Libby
Kevin Draper	Michael Fahey
Kid Thursday LLC., dba Staus Audio	Michael Kuntz
Kirk Hamilton	Michael Lindsay
Kixer	Michael Nunez
Kolozsvari Timea	Michael Orell
Kravitha Reddy	Michael Roselli
Krux Digital, Inc.	Michele LaFauci
Lacey Donohue	Michelle Chiang
Lauren Bertolini	Mike Ballaban
Leah Beckmann	Mikolaj Szabo
Leah Finnegan	Ministry of Supply
LendingTree, LLC.	Miranda Langrehr
Lindsay Chipman	Moat, Inc.
Lindsey Jaffe	Mobiles Republic, Inc.
Lisa Bolano	Mollie Horan
LiveIntent, Inc.	Moore Stephens Hezicomp Kft.
LiveRail, Inc.	Mott & Bow
LOLA	MoviePass
Lucy Haller	MVMT Watches
Madeleine Davies	Nameaction Brasil Serv de Inter Ltda ME
Madeleine Stone	

NameAction Inc.	Robert Finger
Nandita Raghuram	Ryan Brown
Natasha Vargas-Cooper	S&T Consulting Hungary Kft.
Nathan Grayson	Sam Biddle
NatureBox	Sam Scherer
Nervora Digital Media Group, FZ-LLC	Sam Woolley
NetMediaEurope	Samantha Lagani
Netus Media Pty Limited dba Allure Media	Samer Kalaf
Pty LTD	Samuel Griffel
Nevora Digital Media Group	Sarah Dedewo
NewsCred, Inc.	Sarah Wiest
Nicholas Murphy	Scott Kidder
Nick Stango	Sean Buckley
Noble People	Sean MacDonald
OCP Collective Corp. dba Adcade, Inc.	SeatGeek
Omar Kardoudi	Shane Roberts
OnMarc Media	Shep McAllister
Operative Media, Inc.	Shopify
Oppenheim Ugyvedi Iroda	SimpleReach, Inc.
Opportune LLP	Skillshare, Inc.
Optimizely, Inc.	Skimbit Limited
Oriole Media Corporation dba Juice Mobile	SkimBit LTD.
Oscar Z. Ianello Associates, Inc.	SmartFX
Owen & Fred Corp.	SocialFlow, Inc.
Pacific Shaving Company	Sophie Kleeman
Parachute Home	Soundfreaq
Patricia Hernadez	Specless, LLC.
Patrick Ballester	Spicy Media Editora LTDA
Patrick Klepek	SpruceWares
Patrick Laffoon	Squarespace, Inc.
Patrick Redford	Stackcommerce
Paul Sundue	Staq, Inc.
PAX	Starcom SMG
Percona, Inc.	Stassa Edwards
Perfect World Entertainment	Stephanie Schrader
Peri Hochwald	Stephen Totilo
Pixel Media Asia Limited	Steve Climaco
Platinum Rye, LLC.	Steven Polletta
Pop Chart Lab	Stowawy Cosmetics
Poprageous	STS Meida, Inc.
Puja Patel	Stuart Cheshire
Quench USA, Inc.	Sultana Khan
Quip NYC Inc.	Superdry Wholesale, LLC
Rhone Apparel Inc.	Suzy Kuzy, LLC.
Riley MacLeod	Szolgaltato
Rob Harvilla	Taboola Inc.

Tamas Neltz  
Tara Jacoby  
Taylor Berman  
Technorati, Inc.  
Terra Networks Brasil S.A.  
TGT  
The Rubicon Project, Inc.  
The Sasquatch Soap Co., LLC. dba Dr.  
Squatch  
The Status Audio  
Thorin Klosowski  
Tim Burke  
Time Shred Services, Inc.  
Times Internet Limited  
Tom Ley  
Tom Plunkett  
Tom Scocca  
Tommy Craggs  
Toth Eva Nagykanizsa  
Tremor Video, Inc.  
UCMS Group Hungary Kft.

Udemy.com  
Veronica de Souza  
Victor Jeffreys  
Viddler, Inc.  
VNU Business Media Europe Limited  
Waves Gear, LLC.  
We Work  
Wesley Siler  
WeWork LA LLC  
Whitson Gordon  
William Arkin  
William Haisley  
William Turton  
Wine Awesomeness  
Wrights Media, LLC  
Writers Guild of America, East  
Yannick LeJacq  
Zach Custer  
Zachary Connell  
Zoe Stahl

**Insurers**

Aegon Magyarorszag Zrt.  
AIG Europe Limited  
Dewitt Stern Group, Inc.  
Federal Insurance Company  
Hartford Casualty Insurance Company

Hudson Insurance Company  
National Union Fire Insurance Co. of  
Pittsburgh PA  
United Healthcare Insurance Company

**Other Interested Parties**

Cerberus Business Finance LLC  
Houlihan Lokey, Inc.  
K&H Bank  
Latham & Watkins  
Prime Clerk LLC  
Riemer & Braunstein, LLP  
Schulte Roth & Zabel LLP

Securities & Exchange Commission  
Securities & Exchange Commission – NY  
Office  
Silicon Valley Bank  
Sullivan & Cromwell LLP  
US VC Partners LP

**Landlords**

Andrassy Palota Ingatlanforgalmazo  
Korlatolt Felelossegú Tarsasag

114 Fifth Owner LP

**Litigants**

Aulistair Mark  
Andrew Hudson  
Zachary Cianflone  
Lindsay MaHarry

Katherine Castellana  
Elizabeth Nadybal  
Chelsea Lo Pinto  
Tim Baribeau

Patrick Frawley  
Elizabeth Weinbloom  
Kristin Chan  
Samuel Julian  
Brian Colgan  
Benjamin Dorson  
Rachel Atwood  
Michael Kennelly  
Alyssa Bereznak  
Lily Newman

**Professionals**

Akerman LLP  
Cahill Gordon & Reindel LLC  
Citrin Cooperman & Co., LLP  
Giskan Solotaroff & Anderson LLP  
Goldin Solutions  
Jalsovszky Law Firm  
John Duncan  
Klasko Immigration Law Partners, LLP  
Levine Sullivan Koch & Schulz, LLP  
Maples & Calder

**Shareholders**

Albertson, Josh  
Annis, Rose  
Baker, Camie  
Batty, Chris  
Berman, Taylor  
Bertolini, Lauren  
Biddle, Sam  
Blakeley, Richard Erand  
Bluestone, Gabrielle  
Bodnár, István  
Brown, Ryan  
Burke, Tim  
Carmichael, Emma  
Carmon, Irin  
Chan, Casey  
Climaco, Steve  
Coen, Jessica  
Cook, John  
Cooke, Jim  
Craggs, Tommy  
Crecente, Brian  
Curtis, Dustin  
D'Addario, John  
Darbyshire, Gaby

Kwame Opam  
Terry Gene Bollea  
Mitchell Williams  
Meanith Huon  
Ashley Terril  
Charles Johnson and Got News, LLC  
Teresa Thomas  
Shiva Ayyadurai  
Christopher Sadowski

Morrison Cohen LLP  
Newmark & Co. Real Estate, Inc.  
Oppenheim Law Firm  
Opportune LLP  
Proskauer Rose LLP  
Ropes & Gray LLP  
Trifolium LLC  
Wilk Auslander  
Zwillgen PLLC

Daulerio, Albert  
DelGiudice, James  
Denton, Nick  
Diaz, Jesus  
Dietrick, Heather  
Dimmitt, Elizabeth  
Dimmitt, Genevieve  
Donohue, Lacey  
Drummond, Katie  
Duncan, John  
Ebel, Eyal  
Fette, Ian  
Furman, Eliot, as custodian for Alexander Tiberius Furman under the NYUTMA  
Futrelle, Genevieve  
George, Patrick  
Georgopoulos, Steph  
Giacoman, Gabriela  
Gonzalez, Robert  
Gorenstein, Andrew  
Graham, Kevin  
Greenmount Creek Limited  
Grothaus, Heidi  
Hale-Stern, Kaila

Hamer, Matt	Petrány, Máté
Hardigree, Matt	Pettigrew, Erin
Hathaway, Jay	Plunkett, Tom
Henry, Alan	Popken, Ben
Hilder, Jeff	Price, John
Holmes, Anna	Read, Malcom
Jefferson, Whitney	Reddy, Kavi
Jeffries, Victor	Regenspan, Ben
Juzwiak, Rich	Roberts, Shane
Kang, Daniel	Robischon, Noah
Kéki, Balázs	Sargent, Jordan
Kidder, Scott	Schreier, Jason
Knibbs, Katharine	Schwartz, Diane
Körtesi, Gáspár	Schweizer, Julia
Kozma, Jozsef	Scocca, Thomas
Lam, Brian	Sicha, Choire
Laurito, Josh	Sommer, Ethan
Layne, Ken	Spinelli, Mike
Lehnhoff, Jim	Steele, Lockhart
Leitch, Will	Stein, Sadie
Libby, Mia	Sundue, Paul
Lisanti, Mark	Szász, Péter
Lopez, Greg	Szatmári, András
Ma, Jesse	Takayama, Greg
Magary, Drew	Taomina, Margaret
Marchman, Tim	Tate, Ryan
McAllister, Shep	Thomas, Owen
McGill, Erin	Tiku, Nitasha
McKenna, Dave	Toder, Matthew
Mittelhammer, Eric	Totilo, Stephen
Morgan, Daniel	Trapani, Gina
Nachlin, Jim	Trotter, JK
Neltz, Tamas	Udvardi, Ramóna
Nevins, Maxwell	US VC Partners LP
Newitz, Annalee	Vuong, Phillip
Nolan, Hamilton	Walker, Alissa
Novak, Matt	Weaver, Caity
O'Connor, Courtenay	Weinstein, Adam
O'Connor, Maureen	Wentz, Allison
Pareene, Alex	Wert, Ray
Parham, Jason	Winkelman (Ortega), Samantha
Pash, Adam	Woerner, Meredith
Petchesky, Barry	

**Significant Customers**

20th Century Fox	HTC Blinkfeed
360i	IBM
A9.com Inc. (Amazon Match Buy)	Indochino
Accordant Media	Initiative LA
Adslot	Initiative NY
Aegis Group	Interpublic Group of Companies
Alliance Games	iSocket, Inc.
Allure Media - GM	ITVS
Amazon	Kepler Group
Amazon Commerce Revenue	Ketchum
AOL One	Kovel Fuller
Asana (Customer)	Kruskopf & Company
Assembly	Liquid Advertising
Baru Advertising	LivWell
Blue Apron	Logmein.com
Blue Wheel Media	MarkLogic
Bluehost	McGarrah Jessee
Brigade Marketing	Me Undies
Casper	Mediagene Inc - US
Centro	Mediasmith
Cisco	Mediastorm, LLC
Cramer-Krasselt	Merkley and Partners
Criteo	MillerCoors
Crossmedia	MNI
Desk.com	MODCo Media
Dialect Inc	Mullen
DigitasLBi	NameCheap
Dollar Shave Club	Newscred
Draftkings	Nokia
Earnest	NVIDIA
Empowering Media LA	Omnicom Group
Empowering Media NY	Pereira & Odell
Essence	Petrol
f451 - US	PGR Media
Facebook	Protein
Factorylabs	Publicis Groupe
Fallon	R/West
Future Publishing Ltd (US)	Rachael Piper Consulting
General Mills, Inc.	Randomhouse
Google (BizDev)	RED Interactive Agency
Graze	Rodger's Townsend
Havas	RPA
Horizon Media	Rubicon
HostGator	Skillshare
Hover	Slack

Spacetime Media  
SquareSpace  
StackSocial  
Status Audio  
Sterling Rice Group  
Superdry Wholesale LLC  
Taboola (Biz Dev)  
Tangible Media  
TaxFyle  
The Garage Team Mazda  
TubeMogul  
UCB

Udemy  
Varidesk  
Viewster.com  
VOX Media - Curbed Investment  
VSN  
WavesGear  
weBoost  
Wieden & Kennedy  
Wildcard Properties LLC  
WPP  
Wright's Media  
Zeno Group

**Significant Unsecured Creditors**

Ad-Juster, Inc. (media)  
ADP Workforce Now  
Akerman LLP  
Alex Palmer  
Andrew Harding  
AOL Advertising  
Associated Press  
Blane Bachelor  
Brandtale  
CDW Direct  
Cloudinary Ltd.  
Concur Technologies, Inc.  
Corbis Corporation  
Corey Foster  
Creative Circle, LLC.  
DataGram  
DoubleVerify, Inc.  
DRH Internet Inc  
Equinox Fitness Clubs - Corp Accts  
Fastly  
Fried, Frank, Harris, Shriver & Jacobson LLP  
Getty Images  
Giacomini Furino  
Google Inc. (DoubleClick)  
Google, Inc. (Analytics)  
Hunter Slaton  
Ian Fette  
Jelle Claeys Automotive Artwork  
Joshua M Lees  
JW Player (Longtail Ad Solutions, Inc.)

Katherine Fry  
Kinja Accounts Payable  
Krux Digital  
L-Cut Digital Media, Inc.  
Market Halsey Urban Renewal, LLC  
Marlena Agency Inc.  
Medialink  
Merrill Communications, LLC  
Metropolitan Cleaning, LLC  
Moat Inc.  
Morrison Cohen LLP  
Newmark & Co. Real Estate, Inc.  
Nick Wong Photography  
NSONE Inc.  
Operative Media, Inc  
Optimizely, Inc.  
Pacific Coast News  
Plant Specialists LLC  
QZZR  
Redbooks  
Risk Strategies Company  
Shenker & Bonaparte, LLP  
SimpleReach, Inc.  
Sizmek Technologies Inc.  
Specless  
Staq, Inc.  
Submarine Leisure Club, Inc. (Wirecutter)  
Submersive Media  
The Hartford  
The Oliver Group  
Viddler, Inc.

**Significant Vendors**

114 Fifth Avenue  
ADP PayEx  
Advanced Electronic Solutions, Inc.  
AMA Consulting Engineers P.C.  
AMEX Corporate GM - 01006  
Andrew Liszewski  
Apple Inc. (media)  
Baby Llama Productions LLC  
Bajibot Media  
Big Mango, Inc.  
Bird & Bird LLP  
Brannock & Humphries  
Cahill Gordon & Reindel LLP  
Cannes Trip 2015  
Catalyst  
Cerberus Capital Management LP  
ComScore Inc.  
Con Edison (210)  
CytexOne Technology, LLC  
Dynect, Inc  
Emma C Lanigan (Cookson)  
Fidelity 401k  
Harder Mirell & Abrams  
Hatch Content, LLC  
HeartWork, Inc.  
Houlihan Lokey  
Howard Kennedy  
Inform Interiors  
Jesus Diaz (vendor)  
Kforce Inc.  
Kornhaber Brown, LLC  
Lay It Out, Inc.  
Leiberts Royal Green Appliances Inc.  
Lewis Rice LLC  
LionTree Advisors LLC  
LJ Duffy, Inc.  
Maples & Calder (GM LLC)  
NetRatings, LLC  
Netsuite, Inc.  
NVE, Inc.  
OCP Collective Corp.  
Olson Kundig Architects  
Olson Kundig Interiors  
OnMarc Media Inc.  
Opportune LLP  
Redscout LLC  
Robert Half  
Ropes & Gray LLP  
Santa Monica Air Center, Inc.  
Structure Tone  
SW Management LLC  
TangentVector, Inc.  
Tapestry Associates LLC  
Thomas & Locicero PL  
Treasury of the United States  
TrueForm Concrete, LLC  
Veritas Pictures, Inc.  
Versus LLC  
Vizu Corporation  
Voya Financial 401K  
WB Wood NY  
Young America Capital

**Taxing Authorities**

Internal Revenue Service  
Budapesti Önkormányzat  
Hungary National Tax Authority  
New York City Department of Finance  
New York State Commissioner of Taxation and Finance

**U.S. Trustee and Key Court Personnel for the Southern District of New York**

Cecilia G. Morris	Robert E. Grossman
James L. Garrity	Sean H. Lane
Martin Glenn	Shelley C. Chapman
Mary Kay Vyskocil	Stuart M. Bernstein
Michael E. Wiles	Alicia Leonhard
Robert D. Drain	Amanda Cassara

Andrea B. Schwartz  
Andy Velez-Rivera  
Shannon Scott  
Brian S. Masumoto  
Cheuk M. Ng  
Danny A. Choy  
Ercilia A. Mendoza  
Greg M. Zipes  
Guy A. Van Baalen  
Ilusion Rodriguez  
Kathleen Schmitt  
Linda A. Riffkin  
Lisa Penpraze

Maria Catapano  
Mary V. Moroney  
Myrna R. Fields  
Nadkarni Joseph  
Paul K. Schwartzberg  
Richard C. Morrissey  
Serene Nakano  
Susan Arbeit  
Susan Golden  
Sylvester Sharp  
Victor Abriano  
William K. Harrington

**Utilities**

114 Fifth Avenue Ground Lessee  
Atlantic Metro Communications  
Benefit Resource, Inc.

Cogent Communications  
Con Edison  
ShoreTel Inc.

**Employees and Independent Contractors**

Asd Mario Aguilar  
Joshua Albertson  
Angelica Alzona  
Fitzie Andrade  
Erika Audie  
Jared Auslander  
Ilene Baker  
Michael Ballaban  
Patrick Ballester  
Chad Bernstein  
Lauren Bertolini  
Sam Biddle  
Ilona Bilevych  
Christina Blacken  
Gabrielle Bluestone  
James Boos  
Joshua Bottino  
Robert Bricken  
Ryan Brown  
Kara Brown  
Bridget Brown  
Timothy Burke  
Albert Burneko  
Camila Cabrer  
Alexandra Cannon  
Emma Carmichael  
Anthony Carnevale

Casey Chan  
Michelle Chiang  
Devin Clark  
Gloria Clark  
Steve Climaco  
Ariana Cohen  
Andrew Collins  
Zachary Connell  
John Cook  
James Cooke  
Alexandra Cranz  
Hillary Crosley  
Justin Cross  
Andrew Cush  
Zach Custer  
Madeleine Davies  
Maritza De Leon  
Veronica de Souza  
Sarah Dedewo  
Ernest Deeb  
Nick Denton  
Alexander Dickinson  
Heather Dietrick  
Alexandre Dohrmann  
Lacey Donohue  
Kevin Draper  
Kathryn Dries

Katherine Drummond	Miranda Langrehr
Eyal Ebel	Joshua Laurito
Cheryl Eddy	Catherine LeClair
Stassa Edwards	Thomas Ley
Adam Estes	Mia Libby
Michael Fahey	Michael Lindsay
Georgia Faircloth	Katelyn Lovejoy
Ashley Feinberg	Germain Lussier
Ian Fette	Riley MacLeod
Robert Finger	Andrew Magary
Ashton Galloway-Taylor	Amanda Mandelstein
Marina Galperina	Timothy Marchman
John Gelini	Alex Mason
Patrick George	Shepherd McAllister
Kanwar Gill	Kathryn McGinnis
Ariel Gononsky	David McKenna
George Grayson	Colleen McMillan
Melissa Green	Bryan Menegus
Samuel Griffel	Anna Merlan
Heidi Grothaus	Maria Misra
Ava Gyurina	Kelly Monson
Anthony Hack	Daniel Morgan
William Haisley	Diana Moskovitz
Lucy Haller	Julian Muller
Kirk Hamilton	Nick Murphy
Matt Hardigree	Melissa Murray
Andrew Harding	Evan Narcisse
Alan Henry	Giri Nathan
Patricia Hernandez-Ramos	Tamas Neltz
Emily Herzig	Chris Neveu
Clover Hope	Hamilton Nolan
Mollie Horan	Matthew Novak
Heather Hynes	Michael Nunez
Attila Illes	Brendan O'Connor
Jacob Inferrera	Courtenay O'Connor
Victor Jeffreys	Michael Orell
Richard Juzwiak	Darren Orf
Samer Kalaf	Andrew Orin
Omar Kardoudi Segarra	Raphael Orlove
Hannah Keyser	Jennifer Ouellette
Sophie Kleeman	Alexander Pareene
Patrick Klepek	Andrea Park
Thorin Klosowski	Adam Pash
Michele Lafauci	Puja Patel
Patrick Laffoon	Christopher Person
Samantha Lagani	Barry Petchesky

Alexandra Philippides	Anastasia Weeks
Diego Pineda	Allison Wentz
Steven Polletta	Samuel Woolley
John Price	András Szatmári
Nandita Raghuram	Attila Kocsis
Eric Ravenscraft	Balázs Kéki
Kavitha Reddy	Balázs Pőcze
Patrick Redford	Dmitry Lambrianov
Benjamin Regenspan	Gábor Kacsik
Shane Roberts	Gáspár Körtesi
Grace Robertson	György Bokros
Michael Roselli	Ildikó Kriston
Joanna Rothkopf	István Bodnár
William Sansom	János Hardi
Jordan Sargent	László Heves
Samuel Scherer	Levente Molnár
Stephanie Schrader	Linda Bucsánszki
Jason Schreier	Luca Németh
Jillian Schulz	Márton Borlay
Taryn Schweitzer	Mikhail Mitrofanov
Thomas Scocca	Olivér Kovács
Eleanor Shechet	Péter Szász
Julianne Shepherd	Ramóna Udvardi
Hunter Slaton	Szabolcs Vida
Elisa Solinas	Szilvia Németh
Ethan Sommer	Zoltán Balázs
Casey Speer	Zoltán Kalmár
Zoe Stahl	George Dvorsky
Nicholas Stango	Luke Plunkett
Judith Steinbach	Brian Ashcraft
Madeleine Stone	Andrew Liszewski
Kelly Stout	Jamie Condiffe
Richard Sundue	Chris Mills
Margaret Taormina	James Whitbrook
Jia Tolentino	David Nield
Jason Torchinsky	Kathryn Jezer-Morton
Stephen Totilo	Madeleine Collier
David Tracy	Fruzsina Kuhari
Katharine Trendacosta	Robert Stokes
Joseph Trotter	Adam Kovac
William Turton	Jared "Jay Allen" Goodwin
Kerrie Uthoff	Anthony Dejolde
Christopher Vespoli	Carlos Rebato
Alissa Walker	Carlos Hierro
Angela Wang	Matias Martinez
Jamie Weber	Eduardo Marin

Miguel Redondo	David Sommer
Zolani Stewart	Monica Heisey
Reshma Bhai	Sara Mcculloch
Manisha Aggarwal	Jakob Wenngren
Lindsay Handmer	Alex Bejerstrand
Daniel Strudwick	Halmar Sveinbjornsson
Eva Jurczyk	Amit Reut
Mihir Patkar	Rosa Gregori
Toshihisa Nakamura	Sarah Moroz
Kirsten O'Regan	Jason Richards
Alexandra Nursall	Ravi Somaiya
Nicholas Cameron	Reut Amit
Ralph Jones	Michael "Massoud" Martin
Elizabeth Edgar	Fariha Roisin
Rawiya Elkhadir	William Herkewitz
Ian Dransfield	Lev Hellebust (Bratishenko)
Stefan Janke	Pranav Dixit
Mark Wilson	Danny Allen
Sniff Petrol Limited	Karan Atul Shah
James Fell	James Baker
Peter Ryan	Gary Cutlack
Manuel Mendez Perez	Adelaide Dugdale
Angel Jiminez	Katherine Hannaford
Jacob Rose	Brian Hogg
Bram Gieben	Andrew James
Eva Holland	Chris Mcveigh
Nathan Thompson	Apoorva Prasad
Priya Elias	Michelle Tofi
Scaachi Koul	Yareniz Saavedra Padilla
Helen Appleyard	Carlos Risco
Omar Karduodi Segarra	Elias Notario Perez
Cara Ellison	Eric Tecayehuatl
Estelle Tang	Robert Boffard
Anupa Mistry	Guy Combs
Brodie Lancaster	Joel Meadows
Jess Shanahan	Chris Harris
Jesus Diaz	Guy Porepp
Herbert Lui (Wonder Shuttle Media, Inc)	Anthony Mark Dewhurst
Graham Ruthven	Peter Orosz
Stacy May Fowles	Ryan Pierce
Andrew Gibney	Neill Watson
Daniel Harris	George Williams
Alex Hess	Chris Harris
Chris Koentges	Natasha Chenier
Kevin O'Brien	Esther Sassaman
Achal Prabhala	Luke Malone

Mikhail Mitrofanov  
Leo Wichtowski  
Kevin Mahon  
Simon Parkin  
Quintin Smith  
Kathleen Williams  
Ollie Barder  
Simon Mapp  
Andrew Mcmillen  
David Veselka

Kevin Mahon  
David Gilson  
Mark O'Neill  
Spanner Spencer  
Tom Cassell  
Kenneth Gibson  
Clare Kane  
Zolani Stewart  
Josephine Huetlin

**Official Committee of Unsecured Creditors**

Terry Gene Bollea  
Shiva Ayyadurai

Ashley A. Terrill

**Notice of Appearance Parties as of August 11, 2016**

114 Fifth Avenue Owner LLC  
204-210 Elizabeth Street LLC  
Fastly, Inc.  
Morrison Cohen LLP  
Silicon Valley Bank  
Superdry Wholesale, LLC and Superdry  
Retail, LLC  
Terry G. Bollea

Terry Gene Bollea  
UnitedHealthcare Insurance Company of  
New York  
Unimerica Life Insurance Company of  
New York  
US VC Partners, LP  
Writers Guild of America East, Inc.  
ZDGM LLC

**Schedule 2**

**Schedule of Searched Parties and/or Certain Related Parties that Akin Gump  
Currently Represents, or Has in the Past Represented, in Matters  
Unrelated to These Chapter 11 Cases**

**Debtors and Trade Names**

Akin Gump has in the past represented (but does not currently represent) Gawker Media LLC and/or certain related parties on matters wholly unrelated to the Debtors' chapter 11 cases.

**Current and Recent Former Directors and Officers**

Akin Gump has not represented any of these individuals.

**Potential Contract Counterparties**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AIG Google Inc.

Amazon Services, LLC Perfect World Entertainment

Amazon Web Services, Inc. WeWork

Amazon.com, Inc. WeWork LA LLC

DoubleClick

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Adtech US, Inc. Cook, John\*

AOL Advertising Inc. Federal Insurance Company

Colliers International Terra Networks Brasil S.A.

Colliers International Kft. TGT\*

Colliers Nemzetközi Ingatlanüzemeltető és

Kezelő Kft.

**Insurers**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AIG Europe Limited Hartford Casualty Insurance Company

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Federal Insurance Company  
National Union Fire Insurance Co. of  
Pittsburgh PA

United Healthcare Insurance Company

**Other Interested Parties**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Cerberus Business Finance LLC

Houlihan Lokey, Inc.

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Latham & Watkins

Schulte Roth & Zabel LLP

**Landlords**

Akin Gump has not represented these companies.

**Litigants**

Akin Gump has not represented any of these individuals or companies.

**Professionals**

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Cahill Gordon & Reindel LLP  
Maples & Calder

Proskauer Rose LLP  
Ropes & Gray LLP

**Shareholders**

Akin Gump has in the past represented the following individuals on matters wholly unrelated to the Debtors' chapter 11 cases:

Cook, John\*

Price, John\*

**Significant Customers**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Amazon  
Amazon Commerce Revenue

Google (BizDev)  
HTC Blinkfeed

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

20th Century Fox	IBM
AOL One	Nokia
Cisco	Randomhouse
General Mills	

**Significant Unsecured Creditors**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Google, Inc. (Analytics)	Merrill Communications, LLC
Google, Inc. (DoubleClick)	The Hartford

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

ADP Workforce Now	Associated Press
AOL Advertising	

**Significant Vendors**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AMEX Corporate GM	Houlihan Lokey
Cerberus Capital Management LP	Voya Financial 401K
Fidelity 401k	

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

ADP PayEx	
Apple Inc.	Robert Half
Cahill Gordon & Reindel LLP	Ropes & Gray LLP
Maples & Calder (GM LLC)	

**Taxing Authorities**

Akin Gump has not represented any of these entities.

**U.S. Trustee and Key Court Personnel for the Southern District of New York**

Akin Gump has not represented any of these individuals.

**Utilities**

Akin Gump has not represented any of these companies.

**Employees and Independent Contractors**

Akin Gump has in the past represented the following individuals on matters wholly unrelated to the Debtors' chapter 11 cases:

Cook, John\*  
James, Andrew\*  
Price, John\*

Williams, George\*

**Official Committee of Unsecured Creditors**

Akin Gump has not represented any of these individuals.

**Notice of Appearance Parties as of August 11, 2016**

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Unimerica Life Insurance Company of  
New York

UnitedHealthcare Insurance Company of  
New York

- \* Due to commonality of names of the individuals and entities marked in this schedule with an asterisk (\*), Akin Gump was unable to determine whether such individuals or entities are in fact parties whom Akin Gump currently represents, and/or has in the past represented, in matters unrelated to these chapter 11 cases. However, Akin Gump has included such individuals and entities in this schedule in an abundance of caution.

**Exhibit C**  
**Holden Declaration**

Exhibit C

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11  
: Case No. 16-11700 (SMB)  
Gawker Media LLC, *et al.*,<sup>1</sup> :  
Debtors. : (Jointly Administered)  
:  
-----x

**DECLARATION OF WILLIAM D. HOLDEN IN SUPPORT OF  
DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(e), 328(a), AND 330  
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016 AND  
LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF AKIN GUMP STRAUSS HAUER & FELD  
LLP AS SPECIAL COUNSEL TO THE SPECIAL COMMITTEE OF THE BOARD OF  
GAWKER MEDIA GROUP, INC., EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

I, William D. Holden, being duly sworn, hereby declare as follows:

1. I am the Chief Restructuring Officer of Gawker Media LLC ("Gawker Media"), located at 114 Fifth Avenue, 2nd Floor, New York, New York 10014.
2. I submit this declaration (this "Declaration") in support of the application (the "Application")<sup>2</sup> of the Debtors for an order, pursuant to Bankruptcy Code sections 327(e), 328(a), and 330, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 authorizing the employment of Akin Gump as special counsel to the Special Committee of the Board, effective *nunc pro tunc* to August 3, 2016. The facts set forth herein are based on my personal knowledge or information provided to me by the Debtors' management, the Board, and other professionals.

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<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

**The Selection of Akin Gump for the Special Committee**

3. Akin Gump is proposed to serve as special counsel to the Special Committee, responsible for the matters described in the Application. The Special Committee in its sole discretion selected Akin Gump as counsel.

4. The Debtors believe that the engagement of Akin Gump on behalf of the Special Committee will provide a significant benefit to the Debtors and their estates by providing the Special Committee with counsel to address the Potentially Interested Matters to the extent the Special Committee deems necessary. In addition to Akin Gump's internationally respected transactional, litigation and restructuring practices, the attorneys at Akin Gump who will work on this matter have extensive involvement in risk management, first amendment, and appellate matters. I believe that Akin Gump will bring these skills to bear in this engagement. In addition, the Special Committee wanted separate and independent counsel to guide it in connection with the Potentially Interested Matters. Accordingly, I believe that the Debtors' estates and creditors will benefit from Akin Gump's knowledge and expertise in its representation of the Special Committee.

5. In addition, under the contemplated engagement, Akin Gump will charge only those actual and necessary expenses, for which it bills its clients, incurred in connection with the rendering of legal services described in the Application, by category and nature of services rendered.

**Rate Structure**

6. Mr. Tillman will be responsible for monitoring the services provided by Akin Gump. He will be responsible for reviewing the invoices regularly submitted by Akin Gump.

Cost Supervision

7. The Debtors and Akin Gump are working on a prospective budget for the period from August 3, 2016 through October 31, 2016. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of these chapter 11 cases. The Debtors will continue to review the invoices that Akin Gump submits, and together with Akin Gump, amend the budget periodically as may be appropriate. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 31, 2016



\_\_\_\_\_  
William D. Holden